

EXHIBIT A

OnFiber Carrier Services, Inc.

Certificate of Incorporation

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "ONFIBER CARRIER SERVICES, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTIETH DAY OF OCTOBER, A.D. 1999, AT 9 O'CLOCK A.M.

RESTATED CERTIFICATE, CHANGING ITS NAME FROM "STELLAR JUNCTION, INC." TO "ONFIBER CARRIER SERVICES, INC.", FILED THE EIGHTEENTH DAY OF JANUARY, A.D. 2000, AT 9 O'CLOCK A.M.



3113915 8100H

001048807

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

0228409

DATE:

02-01-00

CERTIFICATE OF INCORPORATION
OF
STELLAR JUNCTION, INC.

ARTICLE I

The name of the corporation is STELLAR JUNCTION, INC. (the "Corporation").

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is 1013 Centre Road, Wilmington, DE 19805, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is 20,000,000 shares of capital stock all of which shall be designated "Common Stock" and have a par value of \$0.001 per share.

ARTICLE V

The Board of Directors of the Corporation is expressly authorized to make, alter or repeal Bylaws of the Corporation.

ARTICLE VI

Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.

ARTICLE VII

(A) To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

(B) The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

(C) Neither any amendment nor repeal of this Article VII, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article VII, shall eliminate or reduce the effect of this Article VII in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE VIII

The name and mailing address of the incorporator are as follows:

Cathey L. Edwards
Venture Law Group
2800 Sand Hill Road
Menlo Park, CA 94025

Executed this 20th day of October, 1999.


Cathey L. Edwards, Incorporator

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION

OF

STELLAR JUNCTION, INC.**

The undersigned hereby certifies that:

1. She is the incorporator, duly appointed of STELLAR JUNCTION, INC., a Delaware corporation.
2. The Certificate of Incorporation of this corporation was originally filed with the Secretary of State of Delaware on October 20, 1999.
3. As of the date of this Certificate, this corporation has not received any payment for any of its stock.
4. The Certificate of Incorporation of this corporation shall be amended and restated to read in full as follows:

ARTICLE I

The name of the corporation is ONFIBER CARRIER SERVICES, INC. (the "Corporation").

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is 1013 Centre Road, Wilmington, DE 19805, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of capital stock all of which shall be designated "Common Stock" and have a par value of \$0.001 per share.

ARTICLE V

The Board of Directors of the Corporation is expressly authorized to make, alter or repeal Bylaws of the Corporation.

ARTICLE VI

Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.

ARTICLE VII

(A) To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

(B) The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

(C) Neither any amendment nor repeal of this Article VII, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article VII, shall eliminate or reduce the effect of this Article VII in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision."

The foregoing First Amended and Restated Certificate of Incorporation has been duly adopted by this corporation's Incorporator in accordance with the applicable provisions of Section 241 and 245 of the General Corporation Law of the State of Delaware.

Executed at Menlo Park, California, January 18, 2000.


Cathey Edwards, Incorporator

EXHIBIT B

OnFiber Carrier Services, Inc.

Foreign Registration



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

MARCH 23, 2000

6097-297-4

ILLINOIS CORP SERVICE COMPANY
700 S 2ND
SPRINGFIELD, ILLINOIS 62704-0000

RE ONFIBER CARRIER SERVICES, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND A CERTIFICATE OF AUTHORITY, ACKNOWLEDGING YOUR REGISTRATION.

THESE DOCUMENTS MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

Jesse White

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

State of Illinois

Office of The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF
ONFIBER CARRIER SERVICES, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be
affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 23RD
day of MARCH A.D. 2000 and of
the Independence of the United States the two
hundred and 24TH



Jesse White

Secretary of State

Form **BCA-13.15**
(Rev. Jan. 1999)

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE!

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
<http://www.sos.state.il.us>

This space for use by Secretary of State

FILED

MAR 23 2000

JESSE WHITE
SECRETARY OF STATE

This space for use by
Secretary of State

Date 3-23-00
License Fee \$
Franchise Tax \$ 850.00
Filing Fee \$ 350.00
Penalties \$
Approved: [Signature] 100

1. (a) CORPORATE NAME: OnFiber Carrier Services, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware

(b) Date of Incorporation: October 20, 1999

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located:
c/o Venture Law Group

(b) Address of principal office in Illinois:
(If none, so state)

2800 Sand Hill Road

None

Menlo Park, CA 94025

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent Illinois Corporation Service Company

First Name

Middle Name

Last Name

Registered Office 700 South Second Street

Number

Street

Suite #

Springfield,

62704

Sangamon

City

Zip Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

DE CA

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President	See attached officers/directors rider			
Secretary				
Director				
Director				
Director				

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:

(If not sufficient space to cover this point, add one or more sheets of this size.)

Telecommunications and data carrier. To engage in any lawful act or activity for which Corporations may be organized under the General Corporation Law of Delaware and as permitted by the Illinois Business Corporation Act of 1983, as amended.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		\$.001	1,000	1,000

9. Paid-in Capital: \$ 1.00

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 5,000,000
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 500,000
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 1,000,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 100,000

11. Interrogatories: (Important — this section must be completed.)

c/o Venture Law Group, 2800 Sand Hill Road, Menlo Park, CA 4025

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance:
- (b) Number of shares of all classes owned by residents of Illinois: 0
- (c) Number of shares of all classes owned by non-residents of Illinois: 1,000
- (d) Is the corporation transacting business in this state at this time? No
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated March 13, 2000
(Month & Day) (Year)

attested by Edmund S. Ruffin, Jr.
(Signature of Secretary or Assistant Secretary)
Secretary
(Type or Print Name and Title)

OnFiber Carrier Services, Inc.
(Exact Name of Corporation)

Jagdeep Singh
(Signature of President or Vice President)
by President
(Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) list ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

OFFICERS/DIRECTORS RIDER

IL-Application for Certificate of Authority (BCA-13.15)

OnFiber Carrier Services, Inc.

List of Officers

Name: Jagdeep Singh **Title:** President
Res. Addr.: 115 Sierra Azule, Los Gatos, CA 95032

Name: Edmund S. Ruffin, Jr. **Title:** Secretary
Res. Addr.: 2800 Sand Hill Road, Menlo Park, CA 94025

List of Directors

Name: Jagdeep Singh
Res. Addr.: 115 Sierra Azule, Los Gatos, CA 95032

EXHIBIT C

Biographies of Key Management and Technical Staff

Biographies of Key Management and Technical Staff

Jagdeep Singh, Founder and Chief Executive Officer. Prior to co-founding OnFiber, Jagdeep was President and General Manager of Ciena Corporation's Core Switching Division (CSD), and served on Ciena's Board of Directors. Jagdeep joined Ciena, a \$500 million leader in the optical communications equipment market, after its acquisition of Lightera Networks for \$550 million. At Lightera, Jagdeep served as President and CEO, and led the company from startup to a leadership position in the market for optical switching equipment for telecommunications carrier networks.

Prior to founding Lightera, Jagdeep was a venture partner at the venture capital firm InterWest Partners, focusing on investments in the data communications and telecommunications sectors. Before joining InterWest, Jagdeep was Vice President, Technology Strategy at Shiva Corp., a leader in the remote network access market. He joined Shiva following its acquisition of AirSoft, Inc., where he was President and CEO. Prior to founding AirSoft, Jagdeep held technical and marketing positions at Sun Microsystems and Hewlett-Packard.

Jagdeep holds an MS in Computer Science from Stanford University, an MBA from the University of California, Berkeley, and a BS degree in Computer Science from the University of Maryland.

Drew Perkins, Founder and Chief Technology Officer. Prior to co-founding OnFiber, Drew served as Chief Technology Officer of Ciena Corporation's Core Switching Division, as well as its predecessor, Lightera Networks, Inc. Drew co-founded Lightera Networks in 1998 and served on its Board of Directors until it was acquired by Ciena in 1999. Drew also served as Vice Chairman of the Optical Internetworking Forum (OIF) Technical Committee from its inception through its first year of operation.

Prior to Lightera, Drew was principal architect of FORE System's ATM, TCP/IP, and Ethernet market strategies and hardware and software products. Drew also served as FORE's primary representative to the ATM Forum Technical Committee and the Internet Engineering Task Force (IETF). Within the ATM Forum, Drew was a co-founder of the ILMI, PNNI, LAN Emulation, and MPOA Working Groups, and served as the liaison to the IETF, a chairman of the MPOA Working Group, and as editor of the ATM Forum ILMI 4.0 Specification.

As a member of the IETF since the first meeting in 1984, Drew has played a leading role in the development of many Internet protocols including the Point-to-Point Protocol (PPP), IP over IEEE 802 networks, Boot Protocol (BOOTP), and a number of TCP/IP Over ATM protocols. While at Carnegie Mellon University during the 1980's, Drew developed a number of early and popular TCP/IP software packages including CMU PC/IP, CMU BOOTP, and CMU PPP.

Drew earned his Bachelors degree in Electrical Engineering, Computer Engineering, and Mathematics from Carnegie Mellon University in 1986.

Mike Guess, Founder and Executive Vice President, Engineering and Operations. Prior to joining OnFiber, Mike was Vice President of Engineering at IXC Communications and Cincinnati Bell. Mike brings several decades of carrier operating experience to OnFiber, spanning both the inter-exchange and local exchange markets. Mike has a strong technical understanding of both the telecommunications and data communications markets, and this positions him uniquely well to run engineering and operations for a company like OnFiber Carrier Services.

Prior to joining IXC, Mike was at WilTel Communications, one of the leaders in delivering innovative data services, such as Frame Relay, to business customers.

Steve O'Hara, Founder and Executive Vice President, Business Development. Prior to co-founding OnFiber, Steve was General Manager of Micron Technology's Advanced Technology Group. He joined Micron after its 1988 acquisition of Rendition, where he was Vice President of Systems Integration. Prior to joining Rendition, Steve was the founder and President of CoreLogic, Inc., a communications chip and research and development company designing reusable cores for ISDN and 2B1Q silicon implementations.

Prior to founding CoreLogic, Steve was Director of Business Development at Octus, Inc., a computer-telephony pioneer founded by Atari founder Nolan Bushnell. Octus was the first CTI product to market an integrated dial-up ISDN and Ethernet solution.

Prior to joining Octus, Steve spent six years at Northern Telecom (Nortel) and Bell-Northern Research (BNR), where he was the Account Vice President for the PacTel-Nortel joint venture selling carrier class products. While at Nortel, he also rolled out applications products for call center, H.320 and 323 videoconferencing products.

Steve has authored numerous papers on the subjects of ISDN and alternative DSL modulation schemes.

Steve holds a BS in Applied Mathematics from Santa Clara University.

John Rugo, Vice President of Operations. Prior to joining OnFiber, John was Vice President of Operations at Covad Communications, the leading DSL service provider. John was instrumental in deploying Covad's network and OSS software, and running Covad's network operations center (NOC), and field operations. Prior to joining Covad, John was Vice President and General Manager at BBN Planet.

Kirk Wampler, Vice President of Fiber Acquisition. Prior to joining OnFiber, Kirk was Director of Right of Way at Metricom, Inc., a leading mobile data communications provider. At Metricom, Kirk lead a nationwide acquisition team of over thirty site acquisition project managers responsible for striking over 1,000 deals with a wide range of municipalities, electric utility companies and private property owners to deploy Metricom's Ricochet Network. He was responsible for developing the real estate management systems to support the deployment of over 25,000 of Metricom's wireless radio installations. Under Kirk's leadership, Metricom lit up its

first networks in the San Francisco, Seattle, and Washington, DC metropolitan areas covering over 15 million people

Prior to joining Metricom, Kirk was the Northern California Project Director for NEXTEL. He supervised the site acquisition, zoning entitlement, and construction teams for over 500 cell sites. He was also a team leader of the initial launch for the Southern California NEXTEL market.